

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LVI INTERMEDIATE HOLDINGS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-11413 (KBO)

(Jointly Administered)

Related to Docket Nos. 65, 70, 209

Hearing Date: July 28, 2020 at 1:00 p.m.

**NOTICE OF ASSET PURCHASE AGREEMENT
AND CANCELLATION OF AUCTION**

On June 25, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an *Order (A) Approving Bid Procedures Relating to the Sale of All or Substantially All of the Assets of the Debtors, (B) Establishing Procedures in Connection With the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Approving Notice Procedures, and (D) Granting Related Relief* (the “Bid Procedures Order”)² [Docket No. 209]. The Bid Procedures Order approved the bid procedures (the “Bid Procedures”) related to the sale of the Debtors’ assets.

PLEASE TAKE NOTICE that, pursuant to paragraphs 11, 17, and 22 of the Bid Procedures Order, individually and collectively, the Debtors have determined, in consultation with the Consultation Parties, and in their business judgment, that the Auction shall be cancelled in favor of a private sale to Kismet New Vision Holdings, LLC (the “Proposed Purchaser”), which had originally proposed what would have been a Qualified Bid to become the stalking horse bidder.

PLEASE TAKE FURTHER NOTICE that the Debtors’ decision to proceed with a private sale with the Proposed Purchaser was made after extensive negotiations with the Proposed Purchaser resulting in concessions and a materially improved bid from the proposed stalking horse bid, including an increase in purchase price and deposit, and modifications to the liquidated damages provisions, in exchange for cancellation of the Auction and presenting the proposed purchase agreement with the Proposed Purchaser at the Sale Hearing via a private sale.

¹ The Debtors in these cases, along with the last four digits of their respective federal taxpayer identification numbers are as follows: LVI Intermediate Holdings, Inc., (7674); Total Vision Institute, LLC (7571); QualSight, LLC (3866); The LASIK Vision Institute, LLC (7564); Cataract Vision Institute, LLC (7697); Healthcare Marketing Services, LLC (9982); Cataract Vision Institute Florida, LLC (3423); TLC Vision Center Holdings, LLC (5400); TLC Vision Centers, LLC (8271); TLC Whitten Laser Eye Associates, LLC (0182); TruVision, LLC (3399); TruVision Contacts, LLC (3399); Laser Eye Surgery, LLC (3448); TLC Laser Eye Centers (Refractive I), LLC (2702); TLC The Laser Center (Pittsburgh) L.L.C. (2881); TLC The Laser Center (Indiana) LLC (8456); TLC The Laser Center (Institute), LLC (0959); and LVI Missouri, LLC (7088). The Debtors’ executive headquarters are located at 1555 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, Florida 33401.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Bid Procedures Order or Bid Procedures, as applicable.

PLEASE TAKE FURTHER NOTICE that the Bid Procedures are modified as follows, (i) the Auction scheduled for July 23, 2020 is cancelled, (ii) the deadline to file Auction Objections previously set for July 27, 2020 is no longer applicable, and (iii) the Debtors shall proceed to seek approval of a private sale of the Debtors' assets to the Proposed Purchaser at the Sale Hearing. A redacted copy of the proposed purchase agreement with the Proposed Purchaser is attached to the filed version of this notice as Exhibit A and is available on Donlin Recano & Company, Inc.'s dedicated website related to the Chapter 11 Cases (www.donlinrecano.com/lvi). All parties in receipt of this notice are directed to review the purchase agreement on the website.

PLEASE TAKE FURTHER NOTICE that all deadlines in the Bid Procedures Order (except the Auction Objections, which are now inapplicable), including the Sale Objection Deadline (**July 21, 2020 at 4:00 p.m.**), deadline to file objections to Adequate Assurance (**at the Sale Hearing**), and Contract Objection Deadline (**July 15, 2020 at 4:00 p.m.**) remain unchanged.

Dated: July 14, 2020

COLE SCHOTZ P.C.

/s/ G. David Dean

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